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Page 1
1
 2
               UNITED STATES DISTRICT COURT
 3
         FOR THE SOUTHERN DISTRICT OF NEW YORK
 4
 5
 6
     UMB BANK, N.A., as Trustee,
7
             Plaintiff
 8
                                         ) No. 15 Civ. 08725 (GBD)
     VS.
9
     SANOFI,
10
             Defendant
11
12
13
                   HIGHLY CONFIDENTIAL
14
            DEPOSITION OF WILLIAM J. SIBOLD
15
                  TUESDAY, JULY 17, 2018
16
                WEIL, GOTSHAL & MANGES LLP
17
                    100 FEDERAL STREET
18
                  BOSTON, MASSACHUSETTS
19
20
21
22
23
     Reported by: Sandra A. Deschaine, CSR, RPR,
24
     CLR, CRA
25
     Job No. 144737
```

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Page 17
1
                  WILLIAM J. SIBOLD
2
           Α.
                Yes.
                       Yeah.
 3
           Q.
                Now, when have you seen it before?
 4
                 So I saw it when I started with
           Α.
5
     the company. I can't be specific of the
 6
     date.
7
                Okay. And when you were given the
     document, were you given any written summary
     of the document?
10
           Α.
                 I can't recall.
11
                Do you know who gave you the
           0.
12
     document?
13
           Α.
                 I can't recall.
14
           Q.
                Was it someone in the legal
15
     department?
16
                 I can't recall.
           Α.
17
           0.
                And were you given any
18
     instructions on what the document meant?
19
                 I can't remember.
           Α.
20
                Do you recall why you were reading
           0.
21
     it?
22
                As part of my onboarding, I just
           Α.
23
     asked for any relevant documents related to
24
     the due course of the business, and I believe
25
     that this was -- this was one of them.
```

```
Page 18
1
                  WILLIAM J. SIBOLD
2
                 And after you read it when you
 3
     first joined the company, did you ever read
4
     it again?
           Α.
                 Read it, as in the whole document?
 6
          Referred to it? Probably.
     No.
7
                 Well, do you have any specific
     recollection of when you referred to it
     before?
 9
10
           Α.
                 No.
11
                 Did it come up in conversation?
           0.
12
           Α.
                 The document?
13
           Q.
                 Correct.
14
           Α.
                 No.
15
                 Now, you understand that this was
16
     an agreement between Sanofi-Aventis and
17
     American Stock Transfer & Trust Company,
18
     correct?
19
           Α.
                 Yes.
20
                 Did you understand what the
21
     purpose of the agreement was?
22
                 Yeah. To the best of my ability,
           Α.
23
     yes.
24
           0.
                 What --
25
           Α.
                 I'm just -- just not being a
```

Page 21

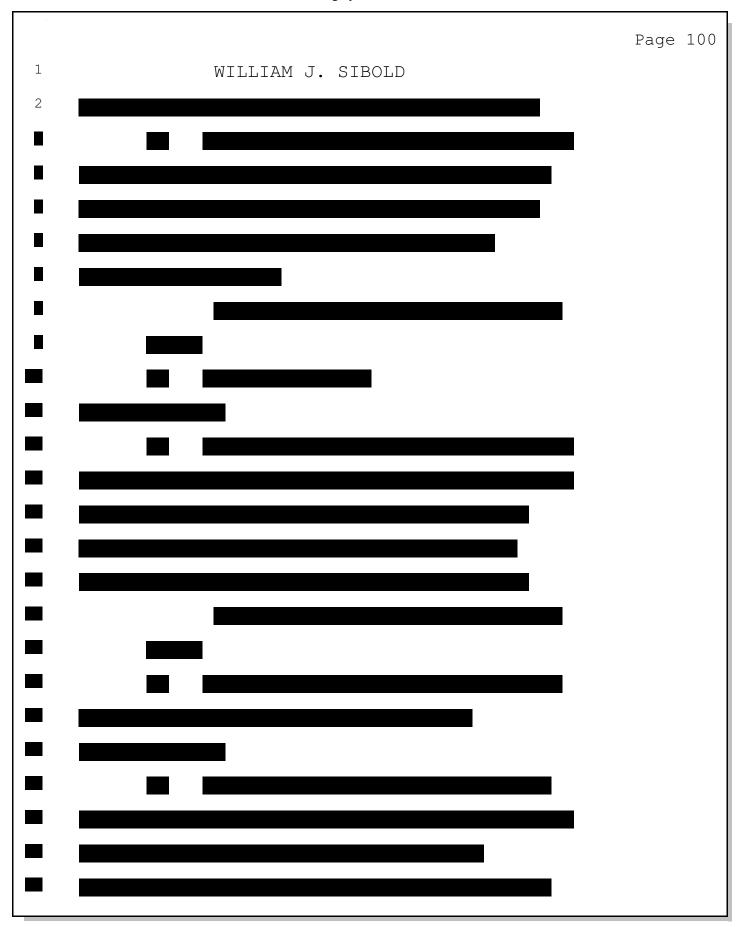
- 1 WILLIAM J. SIBOLD
- but also getting it approved, correct?
- A. Getting it approved, launching it,
- 4 the whole process from -- you know, you have
- 5 to -- correct. You have to get it approved
- 6 in order to launch and all the activities
- 7 surrounding that.
- Q. And the focus of these efforts, as
- you understand them, based on the CVR
- agreement, was it just simply launch and be
- successful in marketing the product or was it
- to achieve a particular goal?
- MR. NEUWIRTH: Objection to the
- form.
- A. So, within the agreement, it lays
- out the milestones. However, the approach
- that we have -- we took to launch, was not to
- look to achieve milestones. It was to
- maximize the value of the product.
- 20 BY MR. WEISS:
- Q. Do you know what a leveraged P&L
- 22 is?
- A. I know from the context that it's
- used in our budget discussions. I'm not sure
- if that is the same definition that's used

Page 68 1 WILLIAM J. SIBOLD 2 Α. Yeah. He may not be aware of the 3 specifics of the program, just because he's 4 got, you know, a huge portfolio that he oversees, and I'm not so sure he would know the specifics. 7 12 And is that part of what we might 0. 13 call life cycle management? 14 Α. Yes. 15 And what is life cycle management? 16 Α. Life cycle management is looking 17 at the -- kind of the long-term of the 18 product and what are the needs to keep the 19 product -- make the product successful over 20 time, whether it be generation of new data, looking at a new formulation, different study 22 work, different indications, et cetera. 23 really on a per-asset basis, creating a plan 24 that allows you to be successful with the 25 product in the long-term.

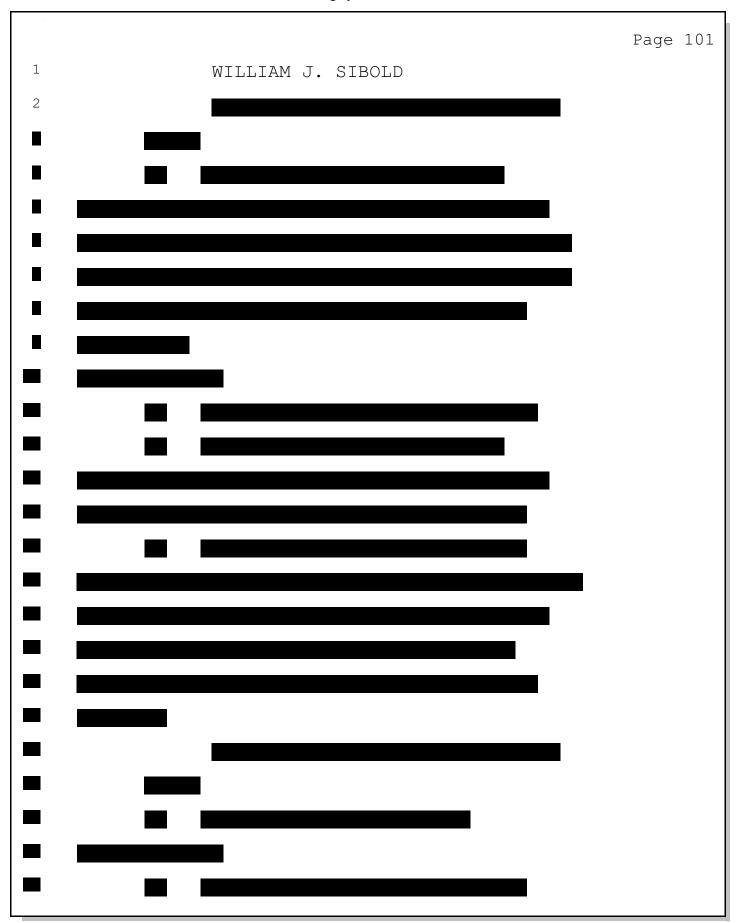
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Page 75
1
                  WILLIAM J. SIBOLD
2
                 Do you see that?
 3
           Α.
                Yes.
 4
           0.
                And what's being referred to
 5
     there?
 6
           Α.
                 The fact that the high unmet need
7
     remains in primary progressive MS.
8
                 THE REPORTER: The fact that the
 9
     what?
10
                  THE WITNESS: The high unmet need
11
                      That there's not adequate --
           remains.
12
           it's not adequately treated at the
13
           moment.
14
     BY MR. WEISS:
15
                And the phrase "unmet need," or
16
     "high unmet need," that is a word that's used
17
     in pharma a bit, correct?
18
           Α.
                 It is, yes.
19
                And that means that it's a need of
           Ο.
20
     a patient population that is going
21
     unaddressed?
22
           Α.
                Yes.
23
           Q.
                And it's important, as an ethical
     pharmaceutical company, to address the needs
24
25
     of those patients?
```

```
Page 77
1
                 WILLIAM J. SIBOLD
2
           Q.
                Okay. And --
 3
           Α.
                So it's an analysis.
           Q.
                And part of that is certainly the
     financial value of the product; yes?
 6
           Α.
                Yes, that would be part of the
7
     analysis.
8
                And that would include
           0.
9
     profitability of the product?
10
                Yes, that would be part of the
11
     analysis.
12
                And is this presentation
           0.
13
     indication that, at least as of December
14
     2017, it was your belief that alemtuzumab had
15
     the potential to meet the high unmet need in
16
     PPMS?
17
           Α.
                Yes, it had the -- that it would
     merit running a study to find out whether it
18
19
     does or doesn't, yes.
20
                And, in fact, it's a Phase III
21
     clinical trial, correct?
22
           Α.
                Yes.
23
                And that's not a proof of concept
           Q.
24
     study, correct?
25
                Definitionally, no. But that
           Α.
```

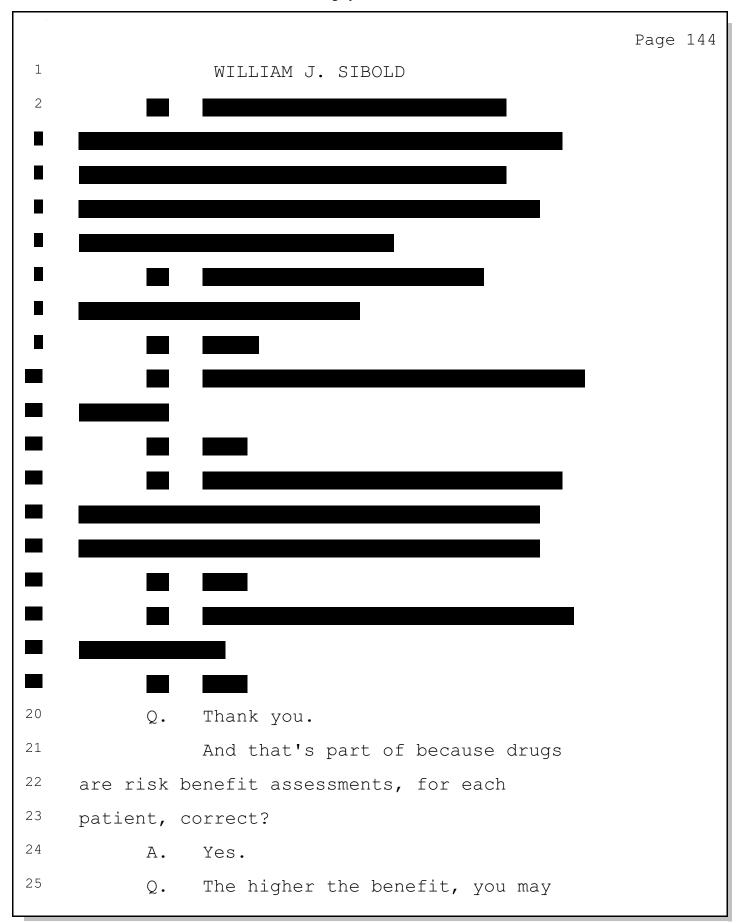
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1
                 WILLIAM J. SIBOLD
2
    other tests for secondary autoimmunity in
3
    2012, is it your belief that the sales of
4
    Lemtrada would have been higher?
5
           Α.
                Yes.
6
                Significantly higher, correct?
           Q.
7
                It depends on the label. You
           Α.
    can't say significantly. It would have had
8
9
    an impact, yes, and it would be a positive
10
    impact.
11
```



```
Page 177
1
                 WILLIAM J. SIBOLD
2
     in which there, again, been challenges to
 3
     increase BOI --
           Α.
                Yeah.
           0.
                -- those existed; yes?
 6
           Α.
                Yes, BOI. But, you know, the
7
     components of BOI are sales and OpEx.
     minus OpEx, essentially BOI, you know,
     generally; that there's a point where you
10
     can't cut -- you could not cut OpEx enough to
11
     hit your long-term BOI goals. You can't --
12
     you just -- you can't do that.
                                       It's the
     top-line sales that are going to be the
14
     real -- the real -- you know, the lever.
15
                But, forgive me, you were given
     instructions --
16
17
           Α.
                Yeah.
18
                -- during relevant periods --
           Q.
19
                Uh-huh.
           Α.
20
                -- to cut OpEx to reach short-term
           0.
21
     BOI goals, right?
22
                If you didn't have the sales that
           Α.
23
     were going to be -- if the sales weren't
24
     going to get you there.
25
                And, in fact, there were time to
           Q.
```

Page 185 1 WILLIAM J. SIBOLD told me that, so yes, I do know it now. 3 0. You know it now. Did you know it 4 before? I've looked at it. The actual Α. 6 numbers escaped my memory. Q. I'm confused. Sorry. 8 What is your current position? 9 Α. Head of Sanofi Genzyme. 10 0. And that includes Lemtrada? 11 Yes. Α. 12 0. And before that, you were in 13 charge of MS, correct? 14 MS oncology and immunology. Α. No. 15 Okay. But that included Lemtrada? 0. 16 Α. That included Lemtrada, yes. 17 Q. And before that, what was your job 18 position? 19 Head of MS. Α. 20 And that included Lemtrada? 0. 21 Α. Yes. 22 And during those time periods, did 0. 23 you actually know the dollar numbers --24 Α. Yes. 25 -- of all the various sales Q.

Page 229 1 WILLIAM J. SIBOLD 2 Whereas slowing the accumulation 3 of disability, would be a measure that, over 4 your projected course of the disease, the expected disability one might see in this 6 patient, does not occur? 7 Yes. Α. So in other words, whereas --9 Α. The Delta between -- if you're 10 comparing two groups, the accumulation of 11 disability from one group versus another and 12 the difference between the two groups. 13 24 0. But some products were perceived 25 as having that effect, correct?

Page 230

- 1 WILLIAM J. SIBOLD
- A. Improvement in disability, in the
- 3 absolute sense of starting of a walker and
- 4 getting rid of the walker, not something that
- 5 had really been seen before. Typically, it
- was a you stopped the decline; you didn't see
- ⁷ the improvement.
- 8 Q. But as we said, stopping the
- 9 decline is a form of improvement disability?
- 10 A. It's a form of improvement versus
- where your future stayed, yeah.
- 12 Q. And Tysabri was perceived, by some
- doctors, as having that attribute, correct?
- A. Of -- yes, halting the disease.
- Q. And that was important to
- 16 Tysabri's commercial value?
- 17 A. Yes. And particularly, so in the
- second relaunch, when you have to evaluate
- 19 benefit versus risk.
- Q. And that was not in the Tysabri
- label, though?
- A. The disability effect, I thought,
- was in the Tysabri label.
- Q. Do you know? Do you recall?
- A. I don't recall. But we could --